

STATE OF Alabama)

COUNTY OF Jefferson)

AFFIDAVIT

Before me, the undersigned Notary Public, in and for the County and State aforesaid, personally appeared the undersigned (hereinafter referred to as "Affiant"), who is known to me and, being by me first duly sworn, deposes and says:

That Affiant is the legal and beneficial owner of Two Hundred Fifty (250) shares of the Common capital stock of Tiffin Motor Homes, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Alabama, represented by Certificate No. 24;

That the Certificate for said shares has been lost and was not endorsed;

That Affiant is entitled to the full and exclusive possession of the said Certificate;

That the circumstances concerning the loss of the Certificate are unknown and that every effort has been made to locate the Certificate;

That Affiant shall immediately surrender to the Corporation the lost Certificate if it hereafter comes into the possession of Affiant;

That Affiant knows of no reason that would influence the Corporation to make transfer to any person holding the lost Certificate;

That Affiant does hereby indemnify and hold harmless the Corporation, its successors and assigns, from and against, and to reimburse it for any and all claims, suits, actions, losses, damages, liabilities, costs expenses and deficiencies, including interest, penalties and attorneys' fees reasonably incurred by the Corporation relating to any action brought against the Corporation for failing to transfer, exchange or pay for the lost Certificate; and

That the information contained in this Affidavit is true and correct to Affiant's best knowledge.

Dated this 7 day of Jan, 2005.

  
\_\_\_\_\_  
Stephen Price, Affiant

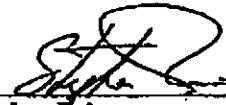
Sworn to and subscribed before  
me on this the 3 day of  
January, 2005.

Evee B. Blum  
Notary Public  
My Commission Expires:  
4-17-07

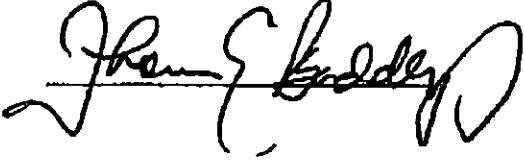
ASSIGNMENT SEPARATE FROM CERTIFICATE

FOR VALUE RECEIVED, I, the undersigned, hereby sell, assign, transfer, and set over unto TIFFIN MOTOR HOMES, INC., Two Hundred Fifty and No/100 (250.00) shares of the Common Capital Stock of TIFFIN MOTOR HOMES, INC. ("the Corporation"), standing in my name on the books of the Corporation represented by Certificate No. 24 herewith, and do hereby irrevocably constitute and appoint Joseph S. Bluestein as attorney to transfer the said stock on the books of the Corporation with full power of substitution in the premises.

DATED the 7 day of JAN, 2005.

  
\_\_\_\_\_  
Stephen Price

IN PRESENCE OF:



ALL RESTRICTIVE LEGEND ON REVERSE SIDE

**ITEM NO. 100. Phillips, Inc.**

Corporation I have issued to him 100,000 Common Shares.

**John Phillips**

Stephen Price

Two Hundred Fifty (250)

I, John Phillips, have this day executed and delivered to Stephen Price, my attorney-in-fact, a copy of the stock certificate representing the shares of common stock of the Corporation held by me, and I do hereby give full power to my attorney-in-fact to sign the name of the holder on the stock certificate and to countersign the same.

In witness whereof, the said Corporation has caused this Certificate to be signed and delivered by authority of its Board of Directors, with the Seal of the Corporation.

Dated April 14, 1998